



L98000002507

ACCOUNT NO. : 072100000032

REFERENCE : 010865 : 7168197
Patricia Ernst

AUTHORIZATION :

COST LIMIT : \$ 285.00

ORDER DATE : October 27, 1998

ORDER TIME : 10:02 AM

ORDER NO. : 010865-005

CUSTOMER NO: 7168197

800002677568-6

CUSTOMER: Mr. Richard C. Ernst
MR. RICHARD C. ERNST
MR. RICHARD C. ERNST
4630 S. Kirkman Road
Suite 612
Orlando, FL 32811-2802

DOMESTIC FILING

NAME: INTERNATIONAL COACHING
INSTITUTE, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

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DIVISION OF CORPORATIONS
98 NOV -2 PM 1:03

RECEIVED
98 NOV -2 AM 10:40
DIVISION OF CORPORATION
BK
11/2/98

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 2 2 PM 1:03

ARTICLE I. NAME

The name of the Limited Liability Company is:

INTERNATIONAL COACHING INSTITUTE, LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

4630 S. Kirkman Road, Suite 612
Orlando, Florida 32811-2802.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be:

30 years

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Member: National Financial Trust
4630 S. Kirkman Road, Suite 612
Orlando, Florida 32811-2802

The undersigned authorized representative of a member of INTERNATIONAL COACHING INSTITUTE, LLC hereby executes these articles of organization on this 29 Day of oct. 1998.

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CORPORATION SERVICE COMPANY



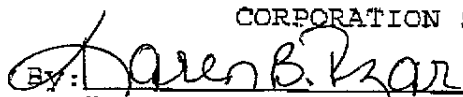
Karen B. Rozar,
as its agent as authorized
representative of
INTERNATIONAL COACHING INSTITUTE, LLC

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the Limited Liability Company named above, and having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of registered agent under Section 608.415 or 608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Karen B. Rozar


Dated: November 2 , 1998

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned member or authorized representative of a member of _____
INTERNATIONAL COACHING INSTITUTE, LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 500⁰⁰
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ —
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 500⁰⁰
- 5) the total amounts of 2, 3 and 4 is \$ 1,000.00



Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of INTERNATIONAL COACHING INSTITUTE, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.


This Limited Power of Attorney is executed on this
28 day of OCT. , 1998.

WITNESS

TYPED OR PRINTED NAME

WITNESS

TYPED OR PRINTED NAME



SIGNATURE

RICK C. ERNST

TYPED OR PRINTED NAME